SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): December 9, 1996

THE TJX COMPANIES, INC.
(Exact name of registrant as specified in charter)

DELAWARE	1-4908	04-2207613
State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

770 Cochituate Road, Framingham, MA	01701
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (508)390-2662

Item 2. Acquisition or Disposition of Assets

Sale of Chadwick's of Boston business. On December 9, 1996 (the "Closing Date"), The TJX Companies, Inc., a Delaware corporation (the "Registrant") and two subsidiaries of the Registrant completed the sale (the "Asset Sale") to Brylane L.P., a Delaware limited partnership ("Brylane") of substantially all of the assets (the "Assets") of the Registrant's Chadwick's of Boston apparel catalog business, excluding the approximately $125,000,000 of consumer credit card receivables of the Chadwick's business, which will be retained by the Registrant and collected when due. The sale was effected pursuant to an Asset Purchase Agreement dated as of October 18, 1996 (the "Chadwick's Agreement") among the Registrant, the Registrant's wholly-owned subsidiary Chadwick's, Inc. ("Chadwick's") and Brylane and an Asset Purchase Agreement dated as of October 18, 1996 between Chadwick's wholly-owned subsidiary CDM Corp. and Brylane (together, the "Asset Purchase Agreements"). The purchase price for the Assets is $222,800,000 in cash plus a Convertible Subordinated Note due 2006 of Brylane (the "Convertible Note") that has a principal amount equal to $20,000,000. The Convertible Note is convertible into 727,273 limited partnership units of Brylane ("Partnership Units") (subject to adjustment) at any time at the option of the holder. Brylane will also assume certain liabilities of the Chadwick's of Boston business. The cash portion of the purchase price is subject to adjustment following the Closing Date in accordance with the Asset Purchase Agreements. The terms of the sale, including the consideration, were determined by arm's length negotiations between unrelated parties. The Registrant used proceeds from the sale to retire the outstanding balance of $160 million on its $375 million term loan incurred to acquire Marshalls in November 1995. This prepayment along with the $200 million prepaid earlier in November 1996 will result in an extraordinary after-tax charge of $2.7 million in the Registrant's fourth quarter period ending January 25, 1997.

The foregoing description is qualified in its entirety by reference to the Asset Purchase Agreements, both of which have been filed previously.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Pro Forma Financial Information.

The pro forma financial information required to be furnished by the Registrant with respect to the transaction described in Item 2 above is incorporated herein by reference to Item 5 of Part II and pages F-1 through F-8 of the Form 10-Q filed for the quarter ended October 26, 1996.

(c) Exhibits.

99.1. Press Release issued by the Registrant on December 9, 1996.

99.2 Pages F-1 through F-8 of the Form 10-Q filed for the quarter ended October 26, 1996.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE TJX COMPANIES, INC.

By: /s/ Donald G. Campbell
Name: Donald G. Campbell
Title: Executive Vice President-Finance

Date: December 20, 1996

EXHIBIT INDEX

Exhibit No.	Description of Exhibits
(c)	Exhibits
99.1	Press Release issued by the Registrant on December 9, 1996
99.2	Pages F-1 through F-8 of the Form 10-Q filed for the quarter ended October 26, 1996.

EXHIBIT 99.1

THE TJX COMPANIES INC. NEWS RELEASE

PUBLIC INFORMATION: 508-390-2309

CONTACTS:

Steven Wishner	Sherry Lang
Vice President	Assistant Vice President
Treasurer	Investor Relations Director

FOR IMMEDIATE RELEASE
(Monday, December 9, 1996)

THE TJX COMPANIES, INC. CONSUMMATES
CHADWICK'S OF BOSTON SALE

Framingham, MA -- The TJX Companies, Inc. (NYSE: TJX), the world's largest off-price apparel retailer, today announced the completion of the previously announced sale of the Chadwick's of Boston catalog company to Brylane, L.P.

Bernard Cammarata, President and Chief Executive Officer of The TJX Companies, Inc. commented, "We wish everyone at Chadwick's continued success as they join with Brylane. This divestiture allows TJX to grow as a Company more focused on our off-price, large store formats."

The TJX Companies, Inc. is the world's largest off-price apparel retailer, with 596 T.J. Maxx stores, 466 Marshalls stores, 65 Winners Apparel Ltd. off-price family apparel stores in Canada and 23 HomeGoods off-price home fashions stores. TJX is also developing T.K. Maxx, an off-price apparel concept operating 18 stores in the United Kingdom.

-END-

EXHIBIT 99.2

THE TJX COMPANIES, INC.
PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

On October 18, 1996, the Company announced that it had reached an agreement with Brylane, L.P. to sell its Chadwick's of Boston catalog operation (Chadwick's). The purchase price includes $222.8 million in cash and a $20 million convertible subordinated note. The cash purchase price is subject to adjustment based on the actual closing balance sheet of Chadwick's. In addition, the Company will retain Chadwick's consumer credit card receivables. The Company anticipates consummating the sale in late November or early December, 1996.

The pro forma condensed consolidated balance sheet as of October 26, 1996 is based on the unaudited historical balance sheet of the Company as of October 26, 1996, which reflects the Chadwick's division as a discontinued operation. The pro forma condensed consolidated balance sheet as of October 26, 1996 assumes the sale of the division took place on that date and includes the following pro forma adjustments: a) receipt of cash proceeds and note receivable from Brylane, L.P., elimination of the net assets of Chadwick's sold and recognition of the estimated net gain on the sale of the division; b) the conversion of the Company's Series D preferred stock into common stock following a required call for redemption as a result of the sale; and c) the impact of the prepayment of a portion of the $375 million term loan incurred to acquire Marshalls from the cash proceeds from the sale of Chadwick's. The remaining net assets from discontinued operations represents the consumer credit receivables retained by TJX that will be collected subsequent to the balance sheet date. The Company anticipates using available cash balances and/or proceeds from the Chadwick's sale to fully retire the term loan in the Company's fourth quarter period ending January 25, 1997, which is only partially reflected in these pro formas.

The pro forma condensed consolidated statement of income for the twelve months ended January 27, 1996 is based on the audited historical statement of income of the Company as reported on Form 10-K for the year ended January 27, 1996 which includes Marshalls operating results since its acquisition by the Company on November 17, 1995. (See the Company's filing on Form 8-K dated as of November 17, 1995 and subsequent amendment.) These historical results will be restated to present Chadwick's as a discontinued operation in future filings that include this period. The elimination of Chadwick's from continuing operations is presented here as a pro forma adjustment. The pro forma condensed consolidated statement of income for the nine months ended October 26, 1996 is based on the unaudited historical statement of income

of the Company filed with the Company's Form 10-Q, which already reflects the operating results of Chadwick's as a discontinued operation.

The historical results of the Company for the twelve months ended January 27, 1996 have first been adjusted to reflect the acquisition of Marshalls as if it had occurred on the first day of the fiscal year. The pro forma adjustments include the historical results of Marshalls from January 29, 1995 through the acquisition date as well as adjustments for the impact of the purchase accounting method and the impact of the preferred stock issued and debt incurred as a result of the acquisition.

The pro forma results reflecting the acquisition of Marshalls for the twelve months ended January 27, 1996 and the historical results for the nine months ended October 26, 1996 are adjusted to reflect the sale of the Chadwick's division as if it also occurred on the first day of the fiscal year ended January 27, 1996. In addition to the pro forma adjustment to eliminate Chadwick's from continuing operations for the fiscal year ended January 27, 1996, the pro forma adjustments to both periods to reflect the sale of Chadwick's include a reduction in interest expense due to the prepayment of debt from the cash proceeds received, and the recognition of interest income on the convertible subordinated note receivable. The pro forma statements of income exclude the non-recurring gain of approximately $125 million the Company will recognize upon the sale of the division and exclude a non-recurring charge of approximately $1.6 million for the partial prepayment of debt.

These pro forma condensed consolidated financial statements have been prepared for information purposes only and do not necessarily indicate what would have occurred had the acquisition of Marshalls and the sale of Chadwick's taken place on the dates indicated. Specifically, the pro forma condensed consolidated statement of income for the twelve months ended January 27, 1996 includes the historical results of Marshalls which is not necessarily indicative of current results. Thus, the pro forma statement of income for the twelve months ended January 27, 1996 does not fully reflect the impact that Marshalls has had on the Company's results, nor is it necessarily indicative of the impact that Marshalls may have on future results of the Company. In addition, the pro forma condensed consolidated financial statements do not reflect the final allocation of the purchase price for Marshalls and do not reflect benefit of the full prepayment of the $375 million term loan anticipated to take place in the Company's fourth quarter period ending January 25, 1997. The accompanying pro forma condensed consolidated financial statements should be read in conjunction with the historical financial statements of the Company, the Company's Form 8-K dated November 17, 1995 (and subsequent amendment) relating to the Marshalls acquisition and the Company's Form 8-K dated October 18, 1996 relating to the agreement to sell the Chadwick's division.

THE TJX COMPANIES, INC.

PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
AS OF OCTOBER 26, 1996
(UNAUDITED)
(IN THOUSANDS)

	HISTORICAL	PRO FORMA ADJUSTMENTS	PRO FORMA
Assets			
Current assets:			
Cash and cash equivalents	$ 236,035	${ 207,300 (1a)	$ 236,035
		{(207,300) (1c)	
Accounts receivable	90,695		90,695
Merchandise inventories	1,335,099		1,335,099
Prepaid expenses	19,054		19,054
Net current assets of discontinued operations	116,009	(26,009) (1a)	90,000
Total current assets	1,796,892		1,770,883
Property, net	724,310		724,310
		{20,000 (1a)	
Other assets	36,432	{(2,700) (1c)	53,732
Goodwill and tradename, net of amortization	231,335		231,335
Net noncurrent assets of discontinued operations	48,627	(48,627) (1a)	-
Total Assets	$2,837,596		$2,780,260
Liabilities			
Current liabilities:			
Short-term debt	$ -		$ -
Current installments of long-term debt	94,708	(37,400) (1c)	57,308
Accounts payable	616,200		616,200
Accrued expenses and other		{27,664 (1a)	
current liabilities	653,780	{(1,100) (1c)	680,344
Total current liabilities	1,364,688		1,353,852
Long-term debt, exclusive of current installments	540,362	(169,900) (1c)	370,462
Deferred income taxes	25,885		25,885
Shareholders' Equity			
Preferred stock at face value	175,000	(25,000) (1b)	150,000
Common stock	77,725	1,349 (1b)	79,074
Additional paid-in capital	386,600	23,651 (1b)	410,251
		{125,000 (1a)	
Retained earnings	267,336	{ (1,600) (1c)	390,736
Total shareholders' equity	906,661		1,030,061
Total Liabilities and Shareholders' Equity	$2,837,596		$2,780,260

The accompanying notes are an integral part of the unaudited pro forma condensed consolidated balance sheet.

THE TJX COMPANIES, INC.
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
FOR THE FISCAL YEAR ENDED JANUARY 27, 1996
(UNAUDITED)

	HISTORICAL	PRO FORMA ADJUSTMENTS FOR MARSHALLS ACQUISITION	PRO FORMA SUBTOTAL	PRO FORMA ADJUSTMENTS FOR SALE OF CHADWICK'S	PRO FORMA
	Dollars In Thousands Except Per Share Amounts				
Net sales	$4,447,549	$2,110,394 (2a)	$6,557,943	$(472,434) (3a)	$6,085,509
Cost of sales, including buying					

and occupancy costs	3,429,401	{ (10,500) (2c) {1,768,636 (2a)	5,187,537	(286,144) (3a)	4,901,393
Selling, general and administrative expenses	830,019	{ 2,264 (2d) { 377,205 (2a)	1,209,488	(160,143) (3a)	1,049,345
Store closing costs	35,000	-	35,000		35,000
Interest expense, net	44,226	{ 6,258 (2a) {22,088 (2b)	72,572	{ (6,040) (3a) {(14,260) (3b) { (1,200) (3c)	51,072
Income from continuing operations before income taxes	108,903		53,346		48,699
Provision for income taxes	45,304	{(16,637) (2a) { (5,541) (2e)	23,126	{(8,110) (3a) { 6,184 (3d)	21,200
Income from continuing operations	63,599		30,220		27,499
Deduct dilutive preferred stock dividends	9,314	8,342 (2f)	17,656		17,656
Income from continuing operations for earnings per share computations	$ 54,285		$ 12,564		$ 9,843
Number of common shares for earnings per share computations	73,133,349	1,625,057 (2g)	74,758,406		74,758,406
Income from continuing operations per common share	$ .74		$ .17		$ .13

The accompanying notes are an integral part of the unaudited pro forma condensed consolidated statement of income.

THE TJX COMPANIES, INC.
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
FOR THE NINE MONTHS ENDED OCTOBER 26, 1996
(UNAUDITED)

	HISTORICAL	PRO FORMA ADJUSTMENTS	PRO FORMA
	In Thousands Except Per Share Amounts		
Net sales	$4,742,935		$4,742,935
Cost of sales, including buying and occupancy costs	3,694,820		3,694,820
Selling, general and administrative expenses	775,983		775,983
Interest expense,, net	35,674	{(10,708) (3b) { (1,050) (3c)	23,916
Income from continuing operations before income taxes	236,458		248,216
Provision for income taxes	98,154	4,703 (3d)	102,857
Income from continuing operations	138,304		145,359
Deduct dilutive preferred stock dividends	0		0
Income from continuing operations for earnings per share computations	$ 138,304		$ 145,359
Number of common shares for primary and fully diluted earnings per share computations	90,574,029		90,574,029
Income from continuing operations per common share	$1.53		$1.60

The accompanying notes are an integral part of the unaudited pro forma condensed consolidated statement of income.

THE TJX COMPANIES, INC.
NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)
IN THOUSANDS

Note 1

The pro forma condensed consolidated balance sheet reflects the following adjustments:

(a) To record an estimated net gain of $125 million on the sale of Chadwick's by recording the consideration received, which includes a $20 million convertible subordinated note and cash of $207.3 million adjusted under the terms of the agreement for an assumed October 26, 1996 closing, recording the write-off of the net assets of discontinued operations sold, except for $90 million for net consumer credit card receivables retained by the Company and recording an estimated liability for expenses, taxes and other costs associated with the sale. The estimated net gain includes the benefit from full utilization of the Company's $139 million capital loss carryforward.

(b) The Company is required to redeem its outstanding Series D preferred stock from the proceeds of certain asset sales. It is assumed the Company calls the Series D for redemption and that the holders of the Series D preferred stock elect their conversion rights and convert into common stock.

(c) To record the prepayment of long-term debt (including current installments) of $207.3 million from cash proceeds received from the sale and an after-tax charge of $1.6 million for the write-off of deferred financing charges of $2.7 million associated with the debt. The Company anticipates full prepayment of this debt in its fourth quarter reporting period for the fiscal year ending January 25, 1997.

Note 2

The pro forma condensed consolidated statement of income reflects the following adjustments relating to the acquisition of Marshalls:

(a) To record Marshalls historical results for the period January 29, 1995 through November 17, 1995, the period prior to the Company's acquisition of Marshalls.

Net sales	$2,110,394
Cost of sales including buying and occupancy costs	1,768,636
Selling, general and administrative expenses	377,205
Interest expense, net	6,258
Provision (benefit) for income taxes	(16,637)

(b) To record additional interest expense and amortization of deferred financing costs for the period January 29, 1995 through November 17, 1995.

(c) To reflect a reduction in depreciation expense due to the net write down of property to fair value for the period January 29, 1995 through November 17, 1995.

(d) To record amortization of "Marshalls" tradename, net of reduction in amortization due to elimination of goodwill from prior acquisitions, for period January 29, 1995 through November 17, 1995.

(e) To record the income tax (benefit) associated with pro forma adjustments (b), (c) and (d) at a marginal tax rate of 40%.

(f) To adjust preferred stock dividends for dilutive effect of additional dividends on preferred stock issued for acquisition of Marshalls.

(g) To adjust weighted average shares outstanding for earnings per share calculations shares for dilutive effect of preferred stock issued for acquisition of Marshalls.

Note 3

The pro forma condensed consolidated statement of income reflects the following adjustments for sale of the Chadwick's division.

(a) To restate continuing operations for the twelve months ended January 27, 1996 by eliminating the net sales, expenses and tax provision relating to Chadwick's operating results.

(b) To reflect a reduction in interest expense as a result of the repayment of a portion of the term loan incurred from the acquisition of Marshalls for the periods indicated.

	Twelve Months Ended	Nine Months Ended

	January 27, 1996	October 26, 1996
	(In Thousands)	
Interest expense, net	$(14,260)	$(10,708)

(c) To reduce interest expense for interest income on the $20 million note receivable received as partial consideration for the sale of Chadwick's. Interest income of 6% per annum assumed for the twelve months ended January 27, 1996 and 7% per annum for the nine months ended October 26, 1996.

	Twelve Months Ended January 27, 1996	Nine Months Ended October 26, 1996
	(In Thousands)	
Interest expense, net	$(1,200)	$(1,050)

(d) To record additional tax provision related to items (b) and (c) at a marginal tax rate of 40%.

	Twelve Months Ended January 27, 1996	Nine Months Ended October 26, 1996
	(In Thousands)	
Provision for income taxes	$6,184	$4,703